

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

June 16, 2008

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

RECORDATION NO.

27530-B
FILED

Ms. Anne K. Quinlan, Esq., Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

JUN 16 2008 -10 10 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Leveraged Lease Financing
UPRR 2008-A

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2008-A), dated as of June 17, 2008, among Union Pacific Railroad Company, as lessee (the "*Lessee*"), BTMU Capital Corporation, as lessor (the "*Lessor*"), and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2008-A), dated as of June 17, 2008, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179
Lessor:	BTMU Capital Corporation 111 Huntington Avenue, Suite 400 Boston, Massachusetts 02199

Law Offices of
CHAPMAN AND CUTLER LLP

Indenture Trustee: Wells Fargo Bank Northwest, National Association
MAC: U1228-120
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attention: Corporate Trust Services

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

75 GE ES44AC Locomotives within the series UP 7800 through UP 7874,
all as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2008-A).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By


Patrick Vining

PV/lo
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
GE ES44AC Locomotives	75	UP 7800 through UP 7874, inclusive

JUN 16 '08

-10 10 AM

MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 1
(UPRR 2008-A)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2008-A), made and entered into as of June 17, 2008, by and among BTMU CAPITAL CORPORATION, a Delaware corporation, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

WITNESSETH:

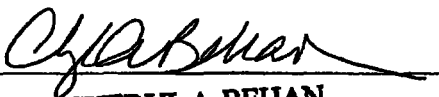
1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2008-A), dated as of June 2, 2008 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2008-A), dated as of June 2, 2008 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.

2. Memoranda of said Lease Agreement and said Indenture are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 1 (UPRR 2008-A), dated June 17, 2008, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By 
Name: **CHERYL A. BEHAN**
Title: **Senior Vice President**

Executed on this 12th day of June, 2008.

UNION PACIFIC RAILROAD COMPANY

By _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this ____ day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION,
not in its individual capacity, but solely as
Indenture Trustee

By _____
Name: _____
Title: _____

Executed on this ____ day of June, 2008.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By _____

Name:

Title:

Executed on this ____ day of June, 2008.

UNION PACIFIC RAILROAD COMPANY

By  _____

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this 12th day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION,
not in its individual capacity, but solely as
Indenture Trustee

By _____

Name:

Title:

Executed on this ____ day of June, 2008.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By _____

Name:

Title:

Executed on this ____ day of June, 2008.

UNION PACIFIC RAILROAD COMPANY

By _____

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this ____ day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION,
not in its individual capacity, but solely as
Indenture Trustee

By  _____

Name:

Title:

Val T. Orton
Vice President

Executed on this 14th day of June, 2008.

STATE OF MA)
)
COUNTY OF Suffolk) SS.:

On this, the 12th day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Cheryl A. Belar, who being by me duly sworn, says that (s)he is the Senior Vice President of BTMU CAPITAL CORPORATION, that said instrument was signed on June 12, 2008 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kathleen Casserly
Name: Kathleen Casserly
Notary Public
My Commission Expires: August 21, 2009
Residing in Boston, MA

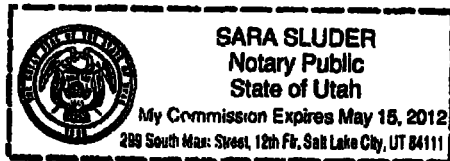
(SEAL)

(Notary)

STATE OF Utah)
) SS:
 COUNTY OF Salt Lake)

On this, the 12th day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Val T. Orton, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 2, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Sara Sluder

Name: _____
 Notary Public
 My Commission Expires: _____
 Residing in _____

STATE OF NEBRASKA)
) SS:
 COUNTY OF DOUGLAS)

On this, the ____ day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June __, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
 Notary Public
 My Commission Expires: _____
 Residing in _____

(SEAL)

(Notary)

STATE OF _____)
) SS:
 COUNTY OF _____)

On this, the _____ day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June __, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

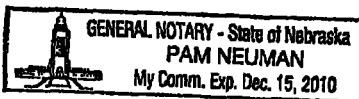
 Name:
 Notary Public
 My Commission Expires:
 Residing in _____

(SEAL)

STATE OF NEBRASKA)
) SS:
 COUNTY OF DOUGLAS)

On this, the 12th day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June 12, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman
 Name: Pam Neuman
 Notary Public
 My Commission Expires: 12-15-2010
 Residing in Omaha NE

(SEAL)

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
GE ES44AC Locomotives	75	UP 7800 through UP 7874, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/16/08



Robert W. Alvord